

C. GRANVILLE WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER
HENRY L. PARR, JR.
BRADFORD W. WYCHE
ERIC B. AMSTUTZ*

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

No.

Date JUL 13 1981

Fee \$ 20.00

1-194A631

July 8, 1981

RECORDATION NO. 10840-H Filed 1426

JUL 13 1981 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10840-I Filed 1426

JUL 13 1981 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207

44 EAST CAMPERDOWN WAY

CABLE ADDRESS: JURAL

TELEPHONE 803-242-3131

*ADMITTED TO D. C. BAR ONLY ICC Washington, D. C.

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue at 12th St., N.W.
Washington, D. C. 20023

Re: Second Amendment dated as of December 1, 1980
to Management Agreement dated as of September 14, 1979
between Balard Leasing Corporation and National
Railway Utilization Corporation
and
Second Amendment dated as of December 1, 1980
to Security Agreement dated as of September 14, 1979
between Balard Leasing Corporation and National
Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act, please find the above-named documents.

The Management Agreement was filed previously with the Interstate Commerce Commission on September 24, 1979 and bears recordation number 10840. The Security Agreement was filed previously with the Interstate Commerce Commission on September 24, 1979 and bears recordation number 10840-A.

The address of National Railway Utilization Corporation is 100 North 20th Street, Second Floor, Philadelphia, Penna. 19103. The address of Balard Leasing Corporation is Suite 400, 3 Radnor Corporate Center, 100 Matsonford Road, Radnor, Penna. 19087.

I enclose a check in the amount of \$20.00 payable to the Interstate Commerce Commission as the cost for filing these additional instruments under documents previously recorded.

I also enclose three executed originals of the Management Agreement and Security Agreement. Please place one of each on file with your office, stamp the remaining documents and return them to me at the address on this letterhead.

Very truly yours,

Carl Muller
Carl F. Muller

CFM/bjm
Enclosures

RECEIVED
JUL 13 11 24 AM '81
I.C.C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Carl F. Muller
Wyche, Burgess, Freeman & Parham
Greenville, South Carolina 29603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/81 at 11:30AM , and assigned re-recording number(s). 10840-H, & 10840-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 108400-4
JUL 13 1981 11 50 AM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT dated as of December 1, 1980 to that certain
MANAGEMENT AGREEMENT dated as of September 14, 1979 between
BALARD LEASING CORPORATION (termed "Owner") and NATIONAL
RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of
the 50'6" Type XM Railroad Boxcars which are subject to this
Management Agreement should be remarked in order to maximize their
utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the
parties and in further consideration of \$1.00 in hand paid by each
party to the other, the parties hereto agree as follows:

The Management Agreement is amended by changing the railroad
numbers from the following:

NSL 151645 through NSL 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

to the following:

NSL 151645
MISS 151646 through MISS 151647
NSL 151648 through NSL 151652
MISS 151653
NSL 151654 through NSL 151657
MISS 151658 through MISS 151659
MISS 151660
NSL 151661 through NSL 151662
MISS 151663
NSL 151664 through NSL 151666
MISS 151667
MISS 151668
NSL 151669 through NSL 151677
MISS 151678
NSL 151679 through NSL 151687
MISS 151688 through MISS 151689
NSL 151690
MISS 151691
NSL 151692 through NSL 151693
MISS 151694
NSL 151695 through NSL 151696
MISS 151697
NSL 151698 through NSL 151699
MISS 151700
NSL 151701 through NSL 151705
MISS 151706
NSL 151707 through NSL 151709
MISS 151710
NSL 151711 through NSL 151712
MISS 151713
NSL 151714 through NSL 151720
MISS 151721
PT 206086 through PT 206098
NSL 157100 through NSL 157109

IN WITNESS WHEREOF, Owner and Manager, each pursuant to due authority, have caused these presents to be duly executed.

(SEAL)

BALARD LEASING CORPORATION

By: [Signature]

Vice President

Attest: [Signature]

Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Delaware:

On this 3rd day of June, 1981, before me personally appeared Richard J. Caruso, to me personally known, who, being by me duly sworn, says that he is the Vice President of BALARD LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

[Signature: Anna Mary O'Hora]
Notary Public

My Commission Expires: May 28, 1984

ANNA MARY O'HORA, Notary Public
Radnor Twp., Delaware Co.
My Commission Expires May 28, 1984

(SEAL)

NATIONAL RAILWAY UTILIZATION
CORPORATION

BY [Signature: Richard J. Kelly]

Richard J. Kelly
Vice President

ATTEST [Signature: T. W. Strzpek]

T. W. Strzpek
Assistant Secretary

Commonwealth of Pennsylvania:

SS:

County of Philadelphia:

On this 2nd day of July, 1981, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martha T. Mills

Notary Public

MARTHA T. MILLS

Notary Public, Phila., Phila. Co

My Commission Expires:

~~My Commission Expires March 5, 1984~~

WE CONSENT TO THE WITHIN AMENDMENT, but in so doing, we do not waive or relinquish any rights which may have accrued to us under the Management Agreement with respect to the Boxcars being renumbered. This consent is being given subject to the condition that the Amendment be promptly and duly recorded at the Interstate Commerce Commission and be the subject of state and county Financial Statement filings under the Uniform Commercial Code, with appropriate evidence of such recordation and filings being supplied to us.

(SEAL)

BANK OF VIRGINIA

BY

Michael W. Taylor
Vice President

ATTEST

ABH
Assistant Secretary

Commonwealth of Virginia:

SS:

~~County of Henrico:~~

On this 12th day of June, 1981, before me personally appeared Michael W. Taylor, to me personally known, who, being by me duly sworn, says that he is Vice President of BANK OF VIRGINIA, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Lucy L. Whitehead
Notary Public of Virginia

My Commission Expires: Jan. 8, 1984